


By



By



ROPES & GRAY LLP

1211 Avenue of the Americas

New York, NY 10036-8704

Telephone: (212) 596-9000

Facsimile: (212) 596-9090

Mark I. Bane, Esq. (MB 4883)

Mark R. Somerstein, Esq. (MS 9721)

David S. Elkind, Esq. (DE 4054)

*Attorneys for HSBC Bank USA,
National Association, as Indenture
Trustee under the Second Priority
Indenture and for The Bank of New
York, as Administrative Agent under
the Second Priority Credit and
Guarantee Agreement with respect
to certain Second Priority Secured
Institutional Term Loans*

KIRKLAND & ELLIS LLP

153 East 53rd Street

New York, NY 10022-4611

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Richard M. Cieri, Esq. (RC 6062)

Mark Kieselstein, Esq. (admitted pro hac
vice)

David Seligman, Esq. (admitted pro hac
vice)

Edward O. Sassower, Esq. (ES 5823)

Jeffrey S. Powell, Esq. (admitted pro hac
vice)

Stephen E. Hessler, Esq. (admitted pro hac
vice)

*Attorneys for Debtors Calpine
Generating Company, LLC, CalGen
Finance Corp., Calpine Corporation,
and Each of their Debtor Subsidiaries
and Affiliates Listed in Exhibit 1*

By

NIXON PEABODY LLP

437 Madison Avenue

New York, NY 10022

Telephone: (212) 940-3000

Facsimile: (212) 940-3111

Chris Desiderio, Esq. (CD 6929)

Richard C. Pedone, Esq. (admitted pro
hac vice)

Amanda D. Darwin, Esq. (AD 2719)

*Attorneys for Wilmington Trust
FSB, as Indenture Trustee under the
First Priority Indenture, Wilmington
Trust Company, as Collateral
Agent, and Wilmington Trust
Company, as Administrative Agent
under the Credit and Guarantee
Agreement with respect to certain
First Priority Security Institutional
Term Loans*

By

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, NY 10153-0119

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Martin J. Bienenstock, Esq. (MB 3001)

Judy G.Z. Liu, Esq. (JL 6449)

Penny P. Reid, Esq. (PR 5699)


*Attorneys for Manufacturers & Traders
Trust Company, as Indenture Trustee
under the Third Priority Indenture*

By

ROPES & GRAY LLP
1211 Avenue of the Americas
New York, NY 10036-8704
Telephone: (212) 596-9000
Facsimile: (212) 596-9090
Mark I. Bane, Esq. (MB 4883)
Mark R. Somerstein, Esq. (MS 9721)
David S. Elkind, Esq. (DE 4054)

Attorneys for HSBC Bank USA, National Association, as Indenture Trustee under the Second Priority Indenture and for The Bank of New York, as Administrative Agent under the Second Priority Credit and Guarantee Agreement with respect to certain Second Priority Secured Institutional Term Loans

By


NIXON PEABODY LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111
Chris Desiderio, Esq. (CD 6929)
Richard C. Pedone, Esq. (admitted pro hac vice)
Amanda D. Darwin, Esq. (AD 2719)

Attorneys for Wilmington Trust FSB, as Indenture Trustee under the First Priority Indenture, Wilmington Trust Company, as Collateral Agent, and Wilmington Trust Company, as Administrative Agent under the Credit and Guarantee Agreement with respect to certain First Priority Security Institutional Term Loans

By

KIRKLAND & ELLIS LLP
153 East 53rd Street
New York, NY 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Richard M. Cieri, Esq. (RC 6062)
Mark Kieselstein, Esq. (admitted pro hac vice)
David Seligman, Esq. (admitted pro hac vice)
Edward O. Sassower, Esq. (ES 5823)
Jeffrey S. Powell, Esq. (admitted pro hac vice)
Stephen E. Hessler, Esq. (admitted pro hac vice)

Attorneys for Debtors Calpine Generating Company, LLC, CalGen Finance Corp., Calpine Corporation, and Each of their Debtor Subsidiaries and Affiliates Listed in Exhibit I

By

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
Penny P. Reid, Esq. (PR 5699)

Attorneys for Manufacturers & Traders Trust Company, as Indenture Trustee under the Third Priority Indenture

By

ROPES & GRAY LLP
 1211 Avenue of the Americas
 New York, NY 10036-8704
 Telephone: (212) 596-9000
 Facsimile: (212) 596-9090
 Mark I. Bane, Esq. (MB 4883)
 Mark R. Somerstein, Esq. (MS 9721)
 David S. Elkind, Esq. (DE 4054)

Attorneys for HSBC Bank USA, National Association, as Indenture Trustee under the Second Priority Indenture and for The Bank of New York, as Administrative Agent under the Second Priority Credit and Guarantee Agreement with respect to certain Second Priority Secured Institutional Term Loans

By

NIXON PEABODY LLP
 437 Madison Avenue
 New York, NY 10022
 Telephone: (212) 940-3000
 Facsimile: (212) 940-3111
 Chris Desiderio, Esq. (CD 6929)
 Richard C. Pedone, Esq. (admitted pro hac vice)
 Amanda D. Darwin, Esq. (AD 2719)

Attorneys for Wilmington Trust FSB, as Indenture Trustee under the First Priority Indenture, Wilmington Trust Company, as Collateral Agent, and Wilmington Trust Company, as Administrative Agent under the Credit and Guarantee Agreement with respect to certain First Priority Security Institutional Term Loans

By

KIRKLAND & ELLIS LLP
 153 East 53rd Street
 New York, NY 10022-4611
 Telephone: (212) 446-4800
 Facsimile: (212) 446-4900
 Richard M. Cieri, Esq. (RC 6062)
 Mark Kieselstein, Esq. (admitted pro hac vice)
 David Seligman, Esq. (admitted pro hac vice)
 Edward O. Sassower, Esq. (ES 5823)
 Jeffrey S. Powell, Esq. (admitted pro hac vice)
 Stephen E. Hessler, Esq. (admitted pro hac vice)


Attorneys for Debtors Calpine Generating Company, LLC, CalGen Finance Corp., Calpine Corporation, and Each of their Debtor Subsidiaries and Affiliates Listed in Exhibit 1

By



 WEIL, GOTSHAL & MANGES LLP
 767 Fifth Avenue
 New York, NY 10153-0119
 Telephone: (212) 310-8000
 Facsimile: (212) 310-8007
 Martin J. Bienenstock, Esq. (MB 3001)
 Judy G.Z. Liu, Esq. (JL 6449)
 Penny P. Reid, Esq. (PR 5699)

Attorneys for Manufacturers & Traders Trust Company, as Indenture Trustee under the Third Priority Indenture

By


AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Fred S. Hodara, Esq. (FH 7947)
Michael S. Stamer, Esq. (MS 4900)
Philip Dublin, Esq. (PD 4919)
Alexis Freeman, Esq. (AF 0328)
Robert A. Johnson, Esq. (RJ 6553)
*Attorneys for the Official Committee
of Unsecured Creditors*

By


FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Gary L. Kaplan, Esq. (GK 4542)
Brad E. Scheler, Esq. (BS 8019)
Adrian Feldman, Esq. (AF 2478)
*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

UNITED STATES DISTRICT JUDGE

Dated: May , 2007

By

AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, NY 10022
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Fred S. Hodara, Esq. (FH 7947)
Michael S. Stamer, Esq. (MS 4900)
Philip Dublin, Esq. (PD 4919)
Alexis Freeman, Esq. (AF 0328)
Robert A. Johnson, Esq. (RJ 6553)
*Attorneys for the Official Committee
of Unsecured Creditors*

By

G. Kaplan (mc)
FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
Gary L. Kaplan, Esq. (GK 4542)
Brad E. Scheler, Esq. (BS 8019)
Adrian Feldman, Esq. (AF 2478)
*Attorneys for the Official Committee of
Equity Security Holders of Calpine
Corporation, et al.*

SO ORDERED:

George B. Daniels JUN 05 2007
UNITED STATES DISTRICT JUDGE

Dated: May , 2007